

THE ROCK

0-1754152

JUN 23 1980

Date 10.00

CC Washington, D.C.

June 20, 1980

RECORDATION NO. 8486- Filed 1425

JUN 23 1980 - 3:25 PM

INTERSTATE COMMERCE COMMISSION

CONDITIONAL SALE AGREEMENT DATED AS OF SEPTEMBER 16, 1976  
BETWEEN GENERAL MOTORS CORPORATION AND EQUILEASE CORPORATION

RECORDED AS DOCUMENT NUMBER 8486 ON SEPTEMBER 22, 1976 AT 3:15 P.M.

LEASE OF RAILROAD EQUIPMENT DATED AS OF SEPTEMBER 16, 1976  
BETWEEN WILLIAM M. GIBBONS, TRUSTEE OF THE PROPERTY OF CHICAGO,  
ROCK ISLAND AND PACIFIC RAILROAD COMPANY AND EQUILEASE CORPORATION

RECORDED AS DOCUMENT NUMBER 8486 B ON SEPTEMBER 22, 1976 AT 3:15 P.M.

Interstate Commerce Commission  
Washington, D.C. 20423

Gentlemen:

Enclosed for recordation under the provisions of 49 U.S.C. 11303 (formerly Section 20(c) of the Interstate Commerce Act) are two executed counterparts of Bill of Sale dated as of June 19, 1980.

A general description of the railroad rolling stock covered by the Bill of Sale is:

4 GP 38-2 Diesel-electric locomotives bearing ROCK road numbers 4352-4355 both inclusive.

The undersigned is an executive officer of William M. Gibbons, Trustee of the Property of Chicago, Rock Island and Pacific Railroad Company mentioned in the enclosed documents and has knowledge of the matter set forth therein. Please return to the undersigned one executed counterpart of the Bill of Sale with the recording information stamped thereon.

Also enclosed is a check in the amount of \$10.00 covering the required recordation fee.

WILLIAM M. GIBBONS, Trustee of  
the Property of Chicago, Rock  
Island and Pacific Railroad Company

By: [Signature]  
General Solicitor

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**6/24/80**

**OFFICE OF THE SECRETARY**

**O.W. Houts**  
**General Solicitor**  
**Chicago Rock Island & Pacific RR. Co.**  
**332 S. Michigan Ave.**  
**Chicago, Illinois 60604**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/23/80 at 3:25pm , and assigned re-recording number(s). 8486-D

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

8486  
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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

EQUILEASE CORPORATION, a New York corporation, ("Equilease") and GIRARD TRUST BANK ("Girard"), as (i) Agent under a Finance Agreement dated as of September 16, 1976, among Girard, The Paul Revere Life Insurance Company (successor to The Provident Bank), Great American Insurance Company and Erie County Savings Bank, as amended through the date hereof (including the amendment dated as of April 15, 1980) and (ii) Assignee under a Conditional Sale Agreement dated as of September 16, 1976, between General Motors Corporation ("GM") and Equilease (the "Conditional Sale Agreement") pursuant to an Agreement and Assignment dated as of September 16, 1976 (Equilease and Girard being collectively referred to as "Sellers"), in consideration of the sum of <sup>ONE HUNDRED TWENTY NINE</sup> THOUSAND EIGHT HUNDRED AND (\$129,864.44) paid to Sellers <sup>SIXTY FOUR AND 44/100 DOLLARS</sup> by WILLIAM M. GIBBONS, Trustee of the Property of Chicago, Rock Island and Pacific Railroad Company, ("Buyer") hereby sell, transfer and convey to Buyer all right, title and interest of Sellers in and to the following personal property, all of which is presently in Buyer's possession, (the "Locomotives"):

Four (4) GP38-2 diesel-electric locomotives manufactured by GM and bearing Rock Island road numbers 4352, 4353, 4354 and 4355, formerly subject to (i) the Lease of Railroad Equipment dated as of September 16, 1976, between Equilease as the Lessor and Buyer as the Lessee, and (ii) the Conditional Sale Agreement.

THE LOCOMOTIVES ARE BEING SOLD TO BUYER HEREUNDER AS IS AND WITH ALL FAULTS. SELLERS HEREBY DISCLAIM ANY WARRANTY, EITHER EXPRESS OR IMPLIED, WITH RESPECT TO THE LOCOMOTIVES, INCLUDING WITHOUT LIMITATION ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE. SELLERS MAKE NO WARRANTY WITH RESPECT TO TITLE TO THE LOCOMOTIVES.

Sellers represent that they have the full right, power and authority to execute and deliver this Bill of Sale.

IN WITNESS WHEREOF, Sellers have executed this Bill of Sale as of this 19<sup>th</sup> day of June, 1980.

EQUILEASE CORPORATION

By:

Title:

JG. Orsino  
Vice President

ATTEST:

Mark Hughes  
Title Assistant Secretary  
[Corporate Seal]

GIRARD TRUST BANK (Agent)  
H. E. IKELER, JR.

By:

Title:

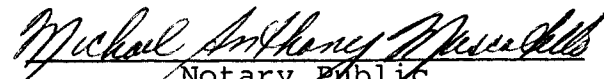
H. E. Ikelier, Jr.  
VICE PRESIDENT

ATTEST: G. F. ARLETH

G. F. Arleth  
Title Corporate Trust Administrator  
[Corporate Seal]

STATE OF New York       )  
                                      ) SS.  
COUNTY OF New York     )

On this 18<sup>th</sup> day of June, 1980, before me personally appeared Thomas A. Orefine, to me personally known, who, being by me duly sworn, says that he is Vice President of Equilease Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and seal on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

MICHAEL ANTHONY MUSCATI  
Notary Public, State of New York  
No. 43-4702738  
Qualified in Richmond County  
Commission Expires March 30, 1981

STATE OF PENNSYLVANIA )  
 ) SS.  
COUNTY OF PHILADELPHIA )

On this 16<sup>th</sup> day of JUNE, 1980, before me personally appeared H. E. IKELER, JR, to me personally known, who, being by me duly sworn, says that he is Vice President of Girard Trust Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and seal on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Daniel C. Galt  
Notary Public

[Notarial Seal]

DIANE A. BAXTER, NOTARY PUBLIC  
PHILADELPHIA, PHILADELPHIA COUNTY  
MY COMMISSION EXPIRES AUG. 31, 1981  
Member, Pennsylvania Association of Notaries